

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Cerberus Capital Management, L.P.</u> (Last) (First) (Middle) <u>875 THIRD AVENUE</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [SCOR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/24/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series B Convertible Preferred Stock	(1)	07/24/2024		A ⁽²⁾		4,419,098		(1)	(1)	Common Stock, par value \$0.001 per share	220,954 ⁽³⁾	\$2.4719 ⁽²⁾	31,928,301 ⁽⁴⁾	I ⁽⁵⁾	See Footnote ⁽⁵⁾

1. Name and Address of Reporting Person* <u>Cerberus Capital Management, L.P.</u> (Last) (First) (Middle) <u>875 THIRD AVENUE</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Pine Investor, LLC</u> (Last) (First) (Middle) <u>875 THIRD AVENUE</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)

Explanation of Responses:

- Shares of Series B Convertible Preferred Stock, par value \$0.001 per share ("Preferred Stock"), of comScore, Inc. (the "Company") are convertible at any time, at the holder's election, into shares of the Company's common stock, par value \$0.001 per share ("Common Stock"), at the conversion rate (as defined in the certificate of designation of the Preferred Stock, as amended from time to time), which initially was 1:1, and was adjusted to 1:20 to give effect to the 1-for-20 reverse stock split of the Common Stock effected by the Company on December 20, 2023. The conversion rate is subject to certain anti-dilution adjustments and customary provisions related to partial dividend periods. The shares of Preferred Stock have no expiration date.
- This Form 4 is being filed in connection with the issuance by the Company to Pine Investor, LLC ("Pine") of 4,419,098 additional shares of Preferred Stock in a transaction exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), pursuant to Rule 16b-3(d) thereunder. The additional shares of Preferred Stock were issued in exchange for cancellation of the Company's obligation to pay accrued dividends totaling approximately \$10.9 million to Pine on its existing Preferred Stock holdings for dividend periods ended in 2023 and 2024. In connection with the issuance of additional shares of Preferred Stock, which was effected pursuant to the terms of a subscription agreement between the Company and Pine, the Company and the holders of the Preferred Stock also entered into an amendment to the stockholders agreement between the parties.
- The amount reported in Column 7 represents the number of shares of Common Stock issuable upon conversion of the 4,419,098 shares of Preferred Stock reported herein. The holders of Preferred Stock are entitled to participate on all dividends declared on the Common Stock on an as-converted basis and are also entitled to a cumulative dividend at the rate of 7.5% per annum.
- The amount reported in Column 9 represents the aggregate 31,928,301 shares of Preferred Stock held following the transaction reported herein, which are convertible into an aggregate of 1,603,578 shares of Common Stock as of the date of event requiring this report. The holders of Preferred Stock are entitled to participate on all dividends declared on the Common Stock on an as-converted basis and are also entitled to a cumulative dividend at the rate of 7.5% per annum.
- Pine is the record holder of all securities reported herein. Cerberus Capital Management, L.P., either directly or through one or more intermediate entities, including Pine, possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company disclosed herein.

Remarks:

For the purposes of Section 16 of the Exchange Act, the interests of Cerberus Capital Management, L.P. and Pine reported herein are limited to the pecuniary interest, if any, of each of Cerberus Capital Management,

L.P. and Pine, respectively, in the securities of the Company disclosed herein.

Cerberus Capital Management,
L.P., By: /s/ Alexander D.
Benjamin 07/26/2024

Pine Investor, LLC, By: /s/
Alexander D. Benjamin 07/26/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.